

UNITED STATES
RAILWAY LEASING COMPANY

105 WEST ADAMS STREET • CHICAGO, ILLINOIS 60603 (312) 726-8282

RECORDATION NO. 8188 Filed & Recorded

RECORDATION NO. 8188-BB Filed & Recorded

JUN 29 1976 10 22 AM

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INTERSTATE COMMERCE COMMISSION
June 28, 1976

INTERSTATE COMMERCE COMMISSION

JUN 29 1976

RECORDATION NO. 8188-AA Filed & Recorded

Office of the Secretary
Interstate Commerce Commission
Washington, D.C.

JUN 29 1976 10 22 AM

Washington, D. C.

INTERSTATE COMMERCE COMMISSION

Re: Second Amendment to Chattel Mortgage
Dated June 25, 1976

Gentlemen:

Delivered to you herewith for filing pursuant to Section 20 c of the Interstate Commerce Act and the rules and regulations promulgated thereunder are six fully executed counterparts of the above referenced Amendment, six fully executed counterparts of Assignments of Lease dated as of June 25, 1976 and six fully executed counterparts of Partial Release of Assignment of Lease dated as of June 25, 1976, all as more fully described herein.

The parties to the Second Amendment are:

Mortgagor: United States Railway Leasing Company
2200 East Devon Avenue
DesPlaines, Illinois 60018

Mortgagee: Continental Illinois National Bank and
Trust Company of Chicago, as Agent
231 South LaSalle Street
Chicago, Illinois 60693

The rail cars being removed from the lien of the Chattel Mortgage hereinafter referred to by the Second Amendment are fifteen 52'5", 70 ton side slider cars bearing car reporting marks LNAC 6035 through 6044, both inclusive; and LNAC 6065 through 6099, both inclusive.

The cars being added to the lien of the Chattel Mortgage are one hundred 3600 cubic foot, 100 ton open top hopper cars bearing car reporting marks DTI 3000 through 3099, both inclusive.

Copy to: C. J. Kappeler

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The parties to the Assignment are:

Assignor: United States Railway Leasing Company
2200 East Devon Avenue
DesPlaines, Illinois 60018

Assignee: Continental Illinois National Bank and
Trust Company of Chicago, as Agent
231 South LaSalle Street
Chicago, Illinois 60693

The lease being assigned pursuant to the assignment is that certain lease between the assignor and Detroit, Toledo, Ironton Railroad Company dated April 5, 1976 and recorded with the Interstate Commerce Commission as Recordation No. 8347 and covering cars being added to the lien of the Chattel Mortgage by the Second Amendment.

The parties to the Partial Release of Assignment are:

Relesor: Continental Illinois National Bank and
Trust Company of Chicago, as Agent
231 South LaSalle Street
Chicago, Illinois 60693

Releasee: United States Railway Leasing Company
2200 East Devon Avenue
DesPlaines, Illinois 60018

The rail cars and the lease with respect thereto, being released pursuant to the Partial Release of the cars being deleted from the lien of the Chattel Mortgage by the Second Amendment and the lease between the Releasee and Louisville, New Albany and Corydon Railroad Company dated January 23, 1976, and recorded with the ICC as Recordation No. 8282.

The Second Amendment, Assignment and Partial Release all relate to that certain Chattel Mortgage dated as of January 19, 1976 as amended May 1, 1976 by the Mortgagor and Mortgagee and recorded with the Interstate Commerce Commission as Recordation Numbers 8188 and 8188-M, and should be filed as subfilings under that Recordation Number.

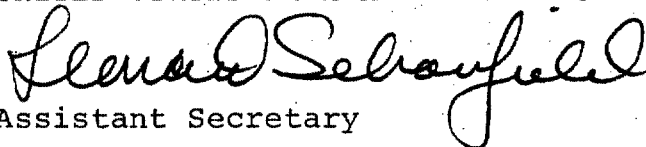
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Enclosed is Rosenthal and Schanfield check No. 20094 in the amount of \$30.00 in payment of all applicable filing and recording fees.

Since these documents are being delivered to you by hand, we would appreciate it if duly stamped and recorded copies of those documents not required to be kept by you are returned to the bearer hereof. If this is not possible, please return such copies to Mr. I. Walter Deitch, 105 West Adams Street, Chicago, Illinois 60603.

Very truly yours,

UNITED STATES RAILWAY LEASING COMPANY


Assistant Secretary

/db

JUN 29 1976 - 10 21 AM

INTERSTATE COMMERCE COMMISSION

WHEREAS, UNITED STATES RAILWAY LEASING COMPANY (hereinafter called the "Company") has heretofore executed and delivered to CONTINENTAL ILLINOIS NATIONAL BANK AND TRUST COMPANY OF CHICAGO (hereinafter called the "Mortgagee") as Agent under that certain Chattel Mortgage (Railroad Equipment Security Agreement) dated as of January 19, 1976, as amended May 1, 1976 and June 25, 1976 (said Chattel Mortgage as amended being hereinafter called the "Chattel Mortgage"), that certain Assignment of Lease (hereinafter called the "Assignment") dated as of May 1, 1976, wherein and whereby, among other things, the Company assigned to the Mortgagee, all of the Company's right, title and interest, as lessor, under that certain Lease Agreement dated January 23, 1976 (hereinafter called the "Lease") between the Company, as lessor, and Louisville, New Albany and Corydon Railroad Company as lessee, covering 70 units of railroad equipment bearing car reporting marks LNAC 6000-6069 (hereinafter called the "Cars"), which Lease has heretofore been filed with the Interstate Commerce Commission as Recordation No. 8282; and

WHEREAS, the Assignment was filed and recorded with the Interstate Commerce Commission as Recordation No. 8188-N; and

is being

WHEREAS, the Lease was amended June 1, 1976 (ice

as of

~~Recordation No. 8282-N~~) to delete therefrom 15 rail cars (the "Deleted Cars") bearing car reporting marks LNAC 6035 to 6044, both inclusive, and LNAC 6065 to 6069, both inclusive; and

WHEREAS, the Company wishes to obtain a release of the Assignment insofar as it pertains to the Deleted Cars, and the Mortgagee is agreeable thereto.

NOW, THEREFORE, in consideration of the premises and other good and valuable consideration, the receipt and sufficiency whereof is hereby acknowledged, the Mortgagee hereby releases and assigns to the Company all of its right, title and interest in and to the Lease insofar as it pertains to the Deleted Cars, and the Assignment insofar as it pertains to the Deleted Cars shall be of no further force and effect.

IN WITNESS WHEREOF, CONTINENTAL ILLINOIS NATIONAL BANK AND TRUST COMPANY OF CHICAGO, as Agent aforesaid, has caused this instrument to be executed by its proper officers thereunto duly authorized and its corporate seal to be hereunto affixed, all on and as of the 25th day of June, 1976.

CONTINENTAL ILLINOIS NATIONAL BANK AND TRUST COMPANY OF CHICAGO, as Agent under the Chattel Mortgage.

By:

Vice President

ATTEST

Commercial Banking Officer

ACCEPTED:

UNITED STATES RAILWAY LEASING COMPANY

By:

Vice President

ATTEST

Assistant Secretary

STATE OF ILLINOIS)
) SS
COUNTY OF COOK)

On this 28 day of June, 1976, before me personally
appeared John W. Smoter and
Laurence F. Prange to me personally
known, who being by me duly sworn, say that they are, respectively,
the Vice President and Assistant Secretary of UNITED STATES RAILWAY
LEASING COMPANY, an Illinois corporation, that the seal affixed to
the foregoing instrument is the corporate seal of said corporation,
that said instrument was signed and sealed on behalf of said
corporation by authority of its Board of Directors, and they
acknowledge that the execution of the foregoing instrument was
the free act and deed of said corporation.

My Commission expires 4-16-79.

STATE OF ILLINOIS)
) SS
COUNTY OF COOK)

On this 28th day of June, 1976, before me personally
appeared HOLLY W. RADEMACHER AND GEORGE R. PRINCE ^{to me}
and FRED W. BOWMAN, JR. ^{personally}
known, who being by me duly sworn, say that they are, respectively,
the Vice President and Commercial Banking Officer of CONTINENTAL
ILLINOIS NATIONAL BANK AND TRUST COMPANY OF CHICAGO, a national
banking association, that the seal affixed to the foregoing
instrument is the corporate seal of said association, that said
instrument was signed and sealed on behalf of said association by
authority of its Board of Directors, and they acknowledged that the
execution of the foregoing instrument was the free act and deed of
said association.

My Commission expires MY COMMISSION EXPIRES SEPT. 11, 1978